

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re: |) | Chapter 11 |
| |) | |
| MOTORS LIQUIDATION COMPANY <i>et al.</i> , |) | Case No. 09-50026 (REG) |
| |) | |
| f/k/a/ GENERAL MOTORS CORP. <i>et al.</i> , |) | Jointly Administered |
| |) | |
| Debtors. |) | |
| |) | |

**ORDER APPROVING THE NON-OWNED SITE
ENVIRONMENTAL SETTLEMENT AGREEMENT**

Upon the Motion of the United States of America (the “**United States**”) for entry of an order approving the environmental consent decree and settlement agreement between the Debtors and the United States (the “**Approval Motion**”)¹; and it appearing that the relief requested is in the best interests of Debtors’ estates, its creditors and other parties in interest; and the Court having jurisdiction to consider the Approval Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Approval Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and after lodging of the Non-Owned Site Settlement Agreement with this Court on January 30, 2012, and publication of the Non-Owned Site Settlement Agreement in the *Federal Register* for public comment; and notice of the Approval Motion having been filed by the United States on March 7, 2012; and the Court having reviewed the United States’ memorandum of law in support of the Approval Motion; and

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Approval Motion.

the Court having determined that the legal and factual bases set forth in the Approval Motion establish just cause for the relief granted herein; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

1. **ORDERED** that the Approval Motion is granted;
2. **ORDERED** that the Non-Owned Site Settlement Agreement (Docket No. 11361) is hereby approved as fair, reasonable and consistent with environmental law;
3. **ORDERED** that the parties to the Non-Owned Site Settlement Agreement are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order;
4. **ORDERED** that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and
5. **ORDERED** that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: March _____, 2012

United States Bankruptcy Judge